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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

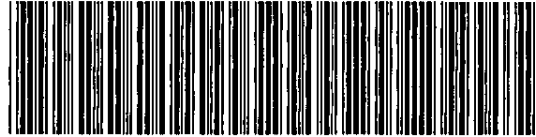

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BOOTS RETAIL USA INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANDREW PARKIN
(Name of Person)

BOOTS RETAIL USA INC
(Firm/Company)

177 BROAD STREET, SUITE 1050
(Address)

STAMFORD CT 06901
(City/State and Zip code)

For further information concerning this matter, please call:

ANDREW PARKIN at (203) 975 3653
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. BOOTS RETAIL USA INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 02-0613669
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/23/2002 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. —
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 177 BROAD STREET, SUITE 1050, STAMFORD, CT 06901
(Principal office address)

177 BROAD STREET, SUITE 1050, STAMFORD, CT 06901
(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF DELAWARE - COSMETICS FOR RESALE (NO SALES IN FL) - EMPLOYEES TO GIVE ADVICE TO CUSTOMERS IN RETAIL STORES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) (OWNED BY 3 NO PARTIES)

9. Name and street address of Florida registered agent (P.O. Box NOT acceptable)

Name: **Florida Incorporators, Inc.**
Office Address: **8875 Hidden River Pkwy Ste 300**
TAMPA, Florida 33637
(City) (Zip code)

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TALLAHASSEE, FLORIDA
FILED

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Mark Hankins
(Registered agent's signature)
Mark Hankins, President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES MORROW

Address: 14950 WOODCREST DRIVE, CLIVE IA 50325

Vice Chairman: MARTIN WATERS

Address: 6 BENJAMIN STREET, OLD GREENWICK, CT 06870

Director: KEVAN QUANTOCK

Address: 73 FOREST LANE, WILTON, CT 06897

Director: ANDREW PARTIN

Address: 43 ALLINGTON ROAD, STAMFORD CT 06902

B. OFFICERS

President: JAMES MORROW

+ Secretary
Address: 14950 WOODCREST DRIVE, CLIVE IA 50325

Vice President: MARTIN WATERS

+ CEO
Address: 6 BENJAMIN STREET, OLD GREENWICK, CT 06897

V. P.
Secretary: KEVAN QUANTOCK

Address: 73 FOREST LANE, WILTON, CT 06897

Treasurer: ANDREW PARTIN

Address: 43 ALLINGTON ROAD, STAMFORD, CT 06902

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. AM. RW
(Signature of Director or Officer listed in number 12 of the application)

14. ANDREW PARTIN - DIRECTOR / VP FINANCE.
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

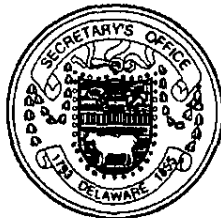
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOOTS RETAIL USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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070250928



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5468206

DATE: 02-28-07